



SUSS MicroTec AG

Garching

Securities Identification Number A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the

Ordinary Shareholders' Meeting

to take place on June 2, 2015 at 10:00 a.m.

in the Haus der Bayerischen Wirtschaft (House of the Bavarian Economy)

Max-Joseph-Straße 5 in 80333

Munich, Germany

Agenda

- 1. Presentation of the adopted annual financial statements of SUSS MicroTec AG and the approved consolidated financial statements as of December 31, 2014, the condensed Management Report for SUSS MicroTec AG and the Group, and the report of the Supervisory Board for the 2014 fiscal year**

The specified documents are available on our website at www.suss.com under Investor Relations/Shareholders' Meeting and are on display for shareholders on the Company's premises at the headquarters of SUSS MicroTec AG, Schleißheimer Straße 90, 85748 Garching. Copies can also be sent to shareholders upon request, immediately and free of charge. In addition, the documents will be available and discussed in more detail at the Shareholders' Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Thus the annual financial statements are adopted in accordance with Section 172 (1) of the German Stock Corpo-

ration Law (AktG). Therefore, the Shareholders' Meeting does not have to adopt a resolution on agenda item 1.

2. Resolution on the discharge of members of the Management Board

The Management and Supervisory Boards propose the following resolution:

“The Members of the Management Board in the 2014 fiscal year are granted discharge for this period.”

3. Resolution on the discharge of members of the Supervisory Board

The Management and Supervisory Boards propose the following resolution:

“The Members of the Supervisory Board in the 2014 fiscal year are granted discharge for this period.”

4. Resolution on the appointment of the auditor and Group auditor

The Supervisory Board proposes the following resolution:

“BDO AG Wirtschaftsprüfungsgesellschaft headquartered in Hamburg, with an office in Munich, Germany, is appointed as the auditor and Group auditor for the 2015 fiscal year.”

5. Resolution about the adjustment of Supervisory Board remuneration and a corresponding change to Section 19 of the articles of incorporation

The current remuneration of members of the Supervisory Board of SUSS MicroTec AG was most recently adjusted at the Shareholders' Meeting on June 19, 2008. Since expectations are now much higher regarding the supervisory and consultative activities of the Supervisory Board in the interest of good corporate governance, substantive and time demands on its members have expanded. In the overall picture, therefore, the Management Board and Supervisory Board regard an appropriate increase in Supervisory Board remuneration as justified.

Therefore, the Management Board and Supervisory Board propose the following resolution:

- a) “Section 19 of the articles of incorporation (remuneration of the Supervisory Board) is reworded as follows:

“19 Remuneration of the Supervisory Board

- (1) The members of the Supervisory Board shall receive the following fixed compensation in each fiscal year:

- a) Chairman of the Supervisory Board: € 60,000.00
- b) Deputy Chairman of the Supervisory Board: € 50,000.00 and
- c) Member of the Supervisory Board: € 45,000.00.

If a member belongs to the Supervisory Board for only part of the fiscal year, the compensation shall be determined on a pro rata basis.

- (2) In addition, each member of the Supervisory Board shall receive an amount of € 2,000.00 for each meeting of the Supervisory Board attended in person, by telephone, by video conference, or by a corresponding connection.
 - (3) The members of the Supervisory Board are covered by Directors' and Officers' Liability Insurance taken out by the Company on behalf of the members of the Management Board and the Supervisory Board under customary market terms.
 - (4) Each member of the Supervisory Board is reimbursed for out-of-pocket expenses incurred in the exercising of his or her office. In addition, the members of the Supervisory Board are reimbursed any VAT accrued on such expenses or on the Supervisory Board compensation, insofar as they are entitled to, and exercise the right to, invoice the VAT separately to the Company.”
- b) Effective as of the amendment to the articles of incorporation in accordance with a) of this agenda item, the revision of Supervisory Board remuneration will apply for the first time to the fiscal year beginning on January 1, 2015.”

Documents

Upon calling the Shareholders' Meeting, all of the documents that legally must be made available to the Shareholders' Meeting were put on display for shareholders on the Company's premises at the headquarters of SUSS MicroTec AG, Schleißheimer Straße 90, 85748 Garching, Germany. In addition, copies of these may be sent to any shareholder upon request, immediately and free of charge. Furthermore, these documents are available on the internet at www.suss.com under Investor Relations / Shareholder Meeting, where information can also be found regarding Section 124a of the German Stock Corporation Law (AktG). They will also be available at the Shareholders' Meeting.

Equity Capital and Voting Rights

At the time the Shareholders' Meeting is convened, the equity capital of the Company will be divided into 19,115,538 no-par value registered shares, of which each share confers one vote. Thus the total number of voting rights is 19,115,538. The Company does not have any treasury shares at the time the meeting is being convened.

Conditions for Participation and Exercise of Voting Rights

In accordance with Section 22 of the articles of incorporation, only those shareholders whose names are entered into the share registry and have registered on time are entitled to attend the Shareholders' Meeting and exercise their voting rights. The registration must reach the following address at least six days prior to the Shareholders' Meeting, at the latest on May 26, 2015 (CEST):

SUSS MicroTec AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Email address: suss@better-orange.de
Fax: +49 89 889690633

Registration must be in writing (Section 126b German Civil Code (BGB)) and can also be submitted by fax or email. In order to simplify registration, the shareholders will be sent a registration form upon request along with the announcements in accordance with Section 125 German Stock Corporation Law (AktG).

We would like to point out that, in accordance with Section 22 (1) (2) of the articles of incorporation of SUSS MicroTec AG, cancellations and new registration in the register of shareholders will not take place on the date of the Shareholders' Meeting and on the last six days prior to the Shareholders' Meeting, that is from May 27, 2015 at 12:01 a.m. (CEST) through June 2, 2015.

No hold on the sale of registered shares is associated with registration for the Shareholders' Meeting. Therefore, shareholders will retain free access to their shares upon successful registration. However, a shareholder in relation to the Company is only someone who is entered as such in the shares registry. For the purpose of determining participation and the exercise of voting rights, the number of shares entered into the shares registry on the day of the Shareholders' Meeting shall be decisive. This will correspond to the amount at the end of the last day of the registration period (May 26, 2015, midnight CEST; technical record date) since no cancellations and new registration will take place in the register of shareholders from May 27, 2015 at 12:01 a.m. (CEST) through June 2, 2015. Therefore, the purchasers of shares that are still not entered into the shares' register as of the registration deadline are not entitled to exercise any participatory or voting rights from these shares. In these cases, par-

ticipatory and voting rights remain with the shareholder whose respective shares are still registered in the shares' registry until the registry is updated.

Admission tickets will be sent to shareholders who have registered properly. Admission tickets are not required in order to participate in the Shareholders' Meeting or to exercise voting rights, but are merely an organizational aid. Shareholders whose names are entered into the share registry and have registered properly prior to the Shareholders' Meeting are entitled to attend and exercise their voting rights even without an admission ticket.

Proxy Voting Rights

Shareholders can also have their voting right exercised at the Shareholders' Meeting through a proxy, e.g. a financial institution, a shareholders' association, or another person of their choice.

Text form is required for the granting, revocation, and proof of proxy authorization vis-à-vis the Company (Section 126b German Civil Code [BGB]). We advise shareholders who intend to authorize a financial institution, a shareholder association, or an equivalent institution or person as specified in Section 135 of the German Stock Corporation Law (AktG) to exercise voting rights that in these cases the institution or person may require a special form of proxy authorization because such an authorization must be verifiable in accordance with Section 135 of the AktG. Therefore, we request that in this case shareholders coordinate the form of the proxy authorization with the proxy.

Proof of proxy authorization can also be sent to the Company by email to the following email address: ir@suss.com. Upon request, shareholders will be sent a form for the issue of proxy voting authorization together with the admission ticket. This form can be downloaded at www.suss.com under Investor Relations / Shareholders' Meeting.

We offer our shareholders the option of authorizing the specified voting representatives, who are designated by the Company and bound by the instructions of the shareholders at this Shareholders' Meeting, already prior to the Shareholders' Meeting. Details on this are found in the documents, which were sent to the shareholders in accordance with Section 125 AktG. Furthermore, shareholders can find additional information on representation by the voting right proxies designated by the Company, and forms for issuing proxy voting authorization and giving instructions to the Company-designated voting right proxies at the Investor Relations / Shareholder Meeting section of the website under www.suss.com. The voting rights representatives designated by the Company may not accept any instructions regarding motions either before or during the Shareholders' Meeting.

Even if proxy authorization is granted, entry in the shares' register and timely registration are required according to the provisions described above. If the shareholder authorizes more

than one person, the Company is entitled in accordance with Section 134 (3)(2) of the German Stock Corporation Law (AktG) to refuse one or more of them.

Requests for additions to the agenda pursuant to Section 122 (2) AktG

Pursuant to Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares jointly represent one-twentieth of the equity capital or a pro rata amount of € 500,000.00 may request that certain items be included in the agenda and published. Each new item must be accompanied by supporting information or a formal resolution proposal. Such a request must reach the Management Board of SUSS MicroTec AG in writing at least 30 days prior to the Shareholders' Meeting (whereby the day of the Shareholders' Meeting and the day of arrival are not included), thus at the latest on May 2, 2015 at midnight (CEST), at the following address.

SUSS MicroTec AG
Management Board
Schleißheimer Straße 90
85748 Garching
Fax: + 49 89 3007451

Additions to the agenda – to the extent that they have not already been announced upon the meeting's convention – are to be announced immediately upon receipt of the request in the Federal Gazette and forwarded to such media that can be assumed to disseminate the information throughout the European Union. They will also be announced on the Company's website at www.suss.com under Investor Relations / Shareholders' Meeting and conveyed to the shareholders.

Shareholder Motions and Nominations

In accordance with Section 126 (1) German Stock Corporation Law (AktG), every shareholder of the Company is entitled to submit counter-motions against a proposal of the Management Board and/or the Supervisory Board regarding a particular agenda item. Counter-motions must include an explanatory statement. In accordance with the more detailed specifications of Section 126 (1) and (2) AktG, counter-motions are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest on May 18, 2015 at midnight (CEST).

In addition, in accordance with the more detailed specifications of Section 127 AktG, every shareholder can make a nomination for the election of Supervisory Board members or auditors. Such nominations, however, do not need to be justified. In addition to the reasons specified in Section 126 (2) AktG, the Management Board does not need to make a nomina-

tion available if the nomination does not include the name, profession, and residence of the candidate.

In accordance with the more detailed specifications of Sections 127, 126 (1) and (2) AktG, nominations are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest on May 18, 2015 at midnight (CEST).

Shareholder motions and nominations should be sent exclusively to the following address:

SUSS MicroTec AG
Investor Relations
Schleißheimer Straße 90
85748 Garching
Fax: +49 89 32007-451 or to the following
email address: ir@suss.com

Motions and nominations sent to other addresses will not be considered.

Subject to Section 126 (2) and (3) AktG, motions and nominations by shareholders to be announced are published, including the name of the shareholder and – in case of nominations – the justification and possible opinions of the management, at the Company's website at www.suss.com under Investor Relations / Shareholders' Meeting.

The right of each shareholder to submit motions and nominations regarding various agenda items during the Shareholders' Meeting even without prior notification of the Company is unaffected.

Right to information in accordance with Section 131 (1) AktG

Every shareholder may request information at the Shareholders' Meeting from the Management Board regarding the Company's affairs provided that such information is necessary for a reasonable assessment of any of the items on the agenda. The right to information also extends to the legal and business relationships of the Company with affiliates as well as to the situation of the Group and the companies included in the consolidated financial statements. Under certain conditions elaborated upon in Section 131 (3) AktG, the Management Board may refuse to provide the information.

More detailed information about rights in accordance with Sections 122 (2), 126 (1), 127, and 131 (1) AktG is available to shareholders at www.suss.com under Investor Relations / Shareholder Meeting.

Inquiries and Requests for Documents

In order to facilitate preparations for the Shareholders' Meeting and to ensure the fastest possible response by the Company to inquiries regarding the Shareholders' Meeting, we request that inquiries and requests for documents be sent exclusively to

SUSS MicroTec AG
Investor Relations
Schleißheimer Straße 90
85748 Garching
Fax: +49 89 32007-451 or to the following
email address: ir@suss.com

Garching, Germany, April 2015

SUSS MicroTec AG
The Management Board

Non-Binding English Translation